

RECORDATION NO. 24505-F FILED

APR 05 '10

12-45 PM

SURFACE TRANSPORTATION BOARD

APR 5 2010

RECEIVED

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

March 31, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated March 4, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 24505.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Georgia Power Company
600 N 18th Street
14N8163
Birmingham, AL 35203

A description of the railroad equipment covered by the enclosed document is for four hundred seventy eight (478) 4207 cu. ft. capacity; open top hopper cars having GALX and HYWX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(GEPO013)

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4 day of March, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Power Company ("Lessee"), a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 27, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Susan GrokulsyName: SUSAN GROKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 4th day of March, 2010.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

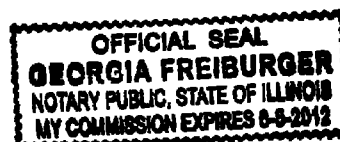
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of March, 2010.

Commission Expires:

6-2012
(Notary Public)

[Signature]
Notary Public



LESSEE:

GEORGIA POWER COMPANY

ATTEST:

By: Daniel Lowery
Name: Daniel Lowery
Title: Corporate Secretary

By: [Signature]
Name: Douglas E. Jones
Title: Sr. V.P.

Executed on this 25th day of February, 2010.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, Brenda Smith, a Notary Public of the County and State aforesaid, certify that Doug Jones personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2 day of March, 2010.

Brenda Smith
Notary Public

Commission Expires:

March 12, 2012
(Notary Public)

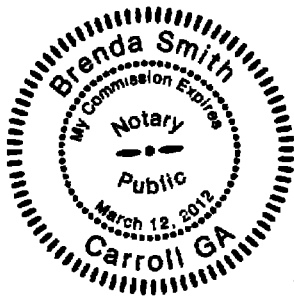


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four hundred seventy-eight (478)

DESCRIPTION OF CARS: 4207 cu. ft. capacity, 286,000 lbs GRL, aluminum automatic discharge open top hopper cars manufactured by Trinity Rail.

CAR NUMBERS: GALX 6441-6661, GALX 6664-6680 and HYWX 6001-6240.